

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In Re:	:	
	:	CHAPTER 11
W.R. GRACE & CO., et al.,	:	
	:	Case No. 01-1139 (JKF)
	:	
Debtors	:	Jointly Administered
	:	Hearing Date: 2/28/04 @ 12:00 p.m.
	:	Objection Deadline: 2/11/05 @ 4:00 p.m.

**ORDER COMPELLING DEBTOR TO ASSUME OR REJECT
EQUIPMENT LEASES WITH CITICORP DEL-LEASE, INC.
AND COMPELLING PERFORMANCE THEREUNDER**

Upon the Motion of Citicorp Del-Lease, Inc. d/b/a Citicorp Dealer Finance for an Order compelling Debtor to assume or reject an equipment lease and lease schedule (collectively “Lease”) for four (4) material handling equipment as more particularly set forth in the moving papers (collectively “Equipment”) and compelling performance thereunder; due notice of the motion having been given to all parties in interest; the Court having reviewed the considered the moving papers, the responsive pleadings and the argument of counsel; and for cause shown, it is

ORDERED that the motion is hereby granted; and it is further

ORDERED that Debtor is hereby directed to assume or reject the Lease, attached as an exhibit to the moving papers, within (10) ten days of the date of this Order; and it is further

ORDERED that, in the event Debtor rejects the Lease, (a) Debtor is directed to perform thereunder by returning the Equipment within ten (10) days of the date of the Order approving such rejection and, in any case, paying the Monthly Rental and all other sums due and owing to Movant until the equipment is returned and (b) Movant is granted relief from the automatic stay to retake possession of the Equipment, if necessary; and it is further

ORDERED that, in the event Debtor assumes the Lease, Debtor is directed to pay all rents owed prior to the filing of the petition and all rents accrued since the filing of the petition

through the date of assumption, including rents falling due during the first 60 days of the proceeding, within ten (10) days of the date of the order approving such assumption; and it is further

ORDERED that, pending the entry of an order approving any assumption or rejection, Debtor is directed to pay as and when due all rents accruing since the filing of the petition, including rents falling due during the first 60 days of the proceeding, with all amounts due as of the date of this order to be paid within ten (10) days of the entry of this order.

Dated: Wilmington, Delaware
February __, 2005

HONORABLE JUDITH K. FITZGERALD
United States Bankruptcy Judge